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For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation THE CRAIL-JOHNSON FOUNDATION		A Employer identification number 33-0247161	
Number and street (or P O box number if mail is not delivered to street address) 461 WEST 6TH STREET NO 300		Room/suite	B Telephone number (see instructions) (310) 519-9500
City or town, state or province, country, and ZIP or foreign postal code SAN PEDRO, CA 90731		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 20,249,386		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	104,874	104,874		
	4 Dividends and interest from securities	593,352	608,763		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	381,249			
	b Gross sales price for all assets on line 6a _____ 4,932,974				
	7 Capital gain net income (from Part IV, line 2)		410,686		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 62,893	38,628		
	12 Total. Add lines 1 through 11	1,142,368	1,162,951		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	75,500	0		75,500
	15 Pension plans, employee benefits	4,530	0		4,530
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	 42,252	12,676		29,576
	c Other professional fees (attach schedule)	 117,066	117,066		0
	17 Interest		1,019		
	18 Taxes (attach schedule) (see instructions)	 6,894	0		6,894
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings.	3,256	0		3,256
	22 Printing and publications	484	0		484
	23 Other expenses (attach schedule).	 11,861	13,488		11,861
	24 Total operating and administrative expenses. Add lines 13 through 23	261,843	144,249		132,101
	25 Contributions, gifts, grants paid	974,614			952,114
	26 Total expenses and disbursements. Add lines 24 and 25	1,236,457	144,249		1,084,215
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-94,089			
	b Net investment income (if negative, enter -0-)		1,018,702		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	32,585	32,559	32,559
	2	Savings and temporary cash investments	558,201	629,126	629,126
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7	Other notes and loans receivable (attach schedule) ▶ 3,247,217 Less allowance for doubtful accounts ▶ 0	3,255,217	3,247,217	3,247,217
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		3,944	3,944
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	11,021,557	10,280,679	10,280,679
	c	Investments—corporate bonds (attach schedule)	5,518,021	2,489,510	2,489,510
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,574,689	3,566,351	3,566,351
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,960,270	20,249,386	20,249,386
	17	Accounts payable and accrued expenses	42,096	11,070	
	18	Grants payable	20,000	42,500	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	62,096	53,570	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	21,898,174	20,195,816	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	21,898,174	20,195,816	
	31	Total liabilities and net assets/fund balances (see instructions)	21,960,270	20,249,386	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	21,898,174
2	Enter amount from Part I, line 27a	2	-94,089
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	21,804,085
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,608,269
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,195,816

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1a See Additional Data Table				
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	410,686
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	1,391,043	22,061,900	0 063052
2013	1,962,646	21,980,779	0 089289
2012	1,195,228	22,426,851	0 053295
2011	959,475	22,703,573	0 042261
2010	1,080,265	21,533,344	0 050167

2 Total of line 1, column (d).	2	0 298064
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 059613
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	21,274,477
5 Multiply line 4 by line 3.	5	1,268,235
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	10,187
7 Add lines 5 and 6.	7	1,278,422
8 Enter qualifying distributions from Part XII, line 4.	8	1,096,715

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	20,374
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	20,374
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	20,374
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	9,493
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	15,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	24,493
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	93
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	4,026
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 4,026 Refunded ▶	11	0

Part VII-A **Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1a				No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.CRAIL-JOHNSON.ORG	13	Yes	
14	The books are in care of ► ALAN C. JOHNSON Telephone no ► (310) 519-9500 Located at ► 461 WEST 6TH STREET SUITE 300 SAN PEDRO, CA ZIP+4 ► 90731			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes No	No No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here. ▶	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
RACHEL ROTH 461 WEST 6TH STREET SUITE 300 SAN PEDRO, CA 90731	PROGRAM OFFICER 40 00	75,500	4,530	0
Total number of other employees paid over \$50,000. ▶				0

Part VII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 THE FOUNDATION MADE ADDITIONAL NON-INTEREST BEARING LOANS TO THE LOS ANGELES MARITIME INSTITUTE (LAMI) PURSUANT TO A 2013 LOAN AGREEMENT THE PURPOSE OF WHICH IS TO COVER LAMI'S TEMPORARY CASH SHORTFALLS LAMI (EIN 33-0515416) IS A 501(C)(3) PUBLIC CHARITY SINCE ITS FOUNDING IN 1992, LAMI'S MISSION IS TO EMPOWER YOUTH TO DISCOVER THEIR GREATER POTENTIAL AND DEVELOP 21ST CENTURY LEADERSHIP SKILLS THROUGH EXTRAORDINARY AT-SEA EXPERIENCES ABOARD LAMI'S EDUCATIONAL SAILING VESSELS	12,500
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	12,500

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	17,516,389
b	Average of monthly cash balances.	1b	834,514
c	Fair market value of all other assets (see instructions).	1c	3,247,551
d	Total (add lines 1a, b, and c).	1d	21,598,454
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	21,598,454
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	323,977
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,274,477
6	Minimum investment return. Enter 5% of line 5.	6	1,063,724

Part XI Distributable Amount(see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,063,724
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	20,374
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	381
c	Add lines 2a and 2b.	2c	20,755
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,042,969
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,042,969
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,042,969

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,084,215
b	Program-related investments—total from Part IX-B.	1b	12,500
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,096,715
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,096,715

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,042,969
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.	15,011			
b From 2011.				
c From 2012.	84,843			
d From 2013.	872,991			
e From 2014.	318,368			
f Total of lines 3a through e.	1,291,213			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 1,096,715				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				1,042,969
e Remaining amount distributed out of corpus	53,746			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,344,959			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .	15,011			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,329,948			
10 Analysis of line 9				
a Excess from 2011. . . .				
b Excess from 2012. . . .	84,843			
c Excess from 2013. . . .	872,991			
d Excess from 2014. . . .	318,368			
e Excess from 2015. . . .	53,746			

Part XIV

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b Check box to indicate whether the organiza

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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Part XV

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

RACHEL ROTH PROGRAM OFFICER
461 WEST 6TH STREET SUITE 300
SAN PEDRO, CA 90731
(310) 519-9500

b The form in which applications should be submitted and information and materials they should include

SEE MISSION STATEMENT/GRANT MAKING POLICIES (SEE STATEMENT 14)

SEE MISSION STATEMENT/GRANT MAKING POLICIES (SEE STATEMENT 14)

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE MISSION STATEMENT/GRANT MAKING POLICIES (SEE STATEMENT 14)

Part XV

Supplementary Information(continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	952,114
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

[illegible]

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.		1a(1)	No
(2) Other assets.		1a(2)	No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.		1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)	No
(3) Rental of facilities, equipment, or other assets.		1b(3)	No
(4) Reimbursement arrangements.		1b(4)	No
(5) Loans or loan guarantees.		1b(5)	No
(6) Performance of services or membership or fundraising solicitations.		1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes
☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** _____ Signature of officer or trustee	2016-11-14 _____ Date	***** _____ Title

May the IRS discuss this return with the preparer shown below
 (see instr.)? ☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name DANIEL J ROBERTS	Preparer's Signature	Date 2016-11-14	Check if self-employed <input type="checkbox"/>	PTIN P01489269
	Firm's name ▶ ANDERSEN TAX LLC			Firm's EIN ▶ 33-1197384	
	Firm's address ▶ 4 PARK PLAZA STE 450 IRVINE, CA 92614			Phone no (949) 885-4550	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PUBLICLY TRADED SECURITIES	P		
PUBLICLY TRADED SECURITIES	P		
FROM K-1 - APOLLO GLOBAL MANAGEMENT, LLC	P		
FROM K-1 - APOLLO GLOBAL MANAGEMENT, LLC	P		
FROM K-1 - THE BLACKSTONE GROUP, LP	P		
FROM K-1 - THE BLACKSTONE GROUP, LP	P		
FROM K-1 - KKR & CO L P	P		
FROM K-1 - KKR & CO L P	P		
FROM K-1 - KKR FINANCIAL HOLDINGS LLC	P		
FROM K-1 - KKR FINANCIAL HOLDINGS LLC	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
1,041,306		964,165	77,141
3,853,025		3,587,560	265,465
			33
			5,693
			1
			21,780
			-30
			2,049
			-49
			-40

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			77,141
			265,465
			33
			5,693
			1
			21,780
			-30
			2,049
			-49
			-40

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
38,643			38,643

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			38,643

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ERIC C JOHNSON	VICE PRESIDENT & DIRECTOR 8 00	0	0	0
461 WEST 6TH STREET SUITE 300 SAN PEDRO,CA 90731				
ALAN C JOHNSON	PRESIDENT & DIRECTOR 8 00	0	0	0
461 WEST 6TH STREET SUITE 300 SAN PEDRO,CA 90731				
CRAIG C JOHNSON	CHAIRMAN & DIRECTOR 8 00	0	0	0
461 WEST 6TH STREET SUITE 300 SAN PEDRO,CA 90731				
ANN L JOHNSON	VICE PRESIDENT & DIRECTOR 8 00	0	0	0
461 WEST 6TH STREET SUITE 300 SAN PEDRO,CA 90731				
CAROLYN E ESCOTO	DIRECTOR 8 00	0	0	0
461 WEST 6TH STREET SUITE 300 SAN PEDRO,CA 90731				
DOROTHY COURTNEY	DIRECTOR 8 00	0	0	0
461 WEST 6TH STREET SUITE 300 SAN PEDRO,CA 90731				
JOHN S PETERSON	SECRETARY & DIRECTOR 8 00	0	0	0
461 WEST 6TH STREET SUITE 300 SAN PEDRO,CA 90731				
BYUNG KIM	CHIEF FINANCIAL OFFICER 8 00	0	0	0
461 WEST 6TH STREET SUITE 300 SAN PEDRO,CA 90731				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A WINDOW BETWEEN WORLDS 710 4TH AVENUE VENICE,CA 90291		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
AIRPORT MARINA COUNSELING SERVICE 7891 LA TIJERA BOULEVARD LOS ANGELES,CA 90045		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
AL WOOTEN JR YOUTH AND ADULT CULTURAL EDUCATIONAL CENTER 9106 SOUTH WESTERN AVENUE LOS ANGELES,CA 90047		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
ALLIANCE FOR COLLEGE-READY PUBLIC SCHOOLS 601 SOUTH FIGUEROA STREET 4TH FLOOR LOS ANGELES,CA 90017		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
ALZHEIMER'S FOUNDATION OF AMERICA 322 EIGHTH AVENUE 7TH FLOOR NEWYORK,NY 10001		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
AMERICAN CANCER SOCIETY PO BOX 79099 LOS ANGELES,CA 90079		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	335
AMERICAN INDIAN EDUCATION FOUNATION PO BOX 641 ALBERTA LEA,NM 56007		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	50
AMERICAN RED CROSS OF GREATER LOS ANGELES PO BOX 512006 LOS ANGELES,CA 90051		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	350
ANGEL CITY PIT BULLS 1834 GRAMERCY PLACE LOS ANGELES,CA 90019		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	400
ANGELS GATE CULTURAL CENTER 3402 SOUTH GAFFEY STREET SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
ASSISTANCE LEAGUE OF SAN PEDRO 1441 WEST EIGHT STREET SAN PEDRO,CA 90732		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
AVON FOUNDATION FOR WOMEN 1 AVON PLAZA RYE,NY 10580		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	79
BEACON HOUSE ASSOCIATION OF SAN PEDRO 1003 SOUTH BEACON STREET SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,500
BEST FRIENDS ANIMAL SOCIETY 15321 BRAND BOULEVARD MISSION HILLS,CA 91345		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	550
BOALT HALL FUND 224 BOALT HALL 72000 BERKELEY,CA 94720		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
Total ► 3a				952,114

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS AND GIRLS CLUB OF THE LOS ANGELES HARBOR 1200 SOUTH CABRILLO SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	25,000
BOYS AND GIRLS CLUB OF THE SOUTH BAY 1220 WEST 256TH STREET HARBOR CITY,CA 90710		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	25,000
CALIFORNIA RURAL LEGAL ASSISTANCE 631 HOWARD STREET SUITE 300 SAN FRANCISCO,CA 94105		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
CARE PO BOX 1870 MERRIFIELD,VA 22116		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
CASA OF KERN COUNTY 1717 COLUMBUS STREET BAKERSFIELD,CA 93305		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
CASA OF LOS ANGELES 201 CENTRE PLAZA DRIVE ROOM 1100 MONTEREY PARK,CA 91754		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
CHAMPIONS OF CARING CONNECTIONS INC 4513 EAST COMPTON BOULEVARD COMPTON,CA 90221		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000
CHILDREN TODAY INC PO BOX 16004 LONG BEACH,CA 90806		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	20,000
CHILDREN YOUTH AND FAMILY COLLABORATIVE 1200 37TH PLACE LOS ANGELES,CA 90007		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
CHILDREN'S DEFENSE FUND - CA 634 SOUTH SPRING STREET SUITE 500C LOS ANGELES,CA 90014		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BOULEVARD MS29 LOS ANGELES,CA 90027		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,000
CITY HEARTS KIDS SAY YES TO THE ARTS PO BOX 1314 TOPANGA,CA 90290		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
COALITION FOR ENGAGED EDUCATION 3131 OLYMPIC BOULEVARD SANTA MONICA,CA 90404		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,225
CREATIVEBRIDGE COALITION 921 ILIFF STREET PACIFIC PALASADES,CA 90272		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000
DA VINCI SCHOOL 13500 AVIATION BOULEVARD HAWTHORNE,CA 90250		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,000
Total ► 3a				952,114

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DESERT AIDS PROJECT 1695 NORTH SUNRISE WAY PALM SPRINGS,CA 92262		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
DISABLED SPORTS EASTERN SIERRA 1 MINARET ROAD PO BOX 7275 MAMMOTH LAKES,CA 93546		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	6,500
DOCTORS WITHOUT BORDERS PO BOX 5030 HAGERSTOWN,MD 21741		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,000
ENCORE 3555 LOMITA BOULEVARD SUITE E TORRANCE,CA 90505		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
EXTRAORDINARY FAMILIES 155 NORTH OCCIDENTAL BOULEVARD LOS ANGELES,CA 90026		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
FELINE CHARITY 4216 PACIFIC COAST HIGHWAY 10095 TORRANCE,CA 90505		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	120
FOOD FINDERS INC 3744 NORTH INDUSTRY AVENUE SUITE 401 LAKEWOOD,CA 90712		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
FRIENDS OF CABRILLO MARINE AQUARIUM 3720 STEPHEN M WHITE DRIVE SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,750
FRIENDS OF LONG BEACH ANIMALS 3815 ATLANTIC AVENUE SUITE 4 LONG BEACH,CA 90807		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	20,000
GOLDEN STATE POPS ORCHESTRA 383 WEST 6TH STREET 4 SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
GOOD SAMARITAN COUNSELING CENTER 1350 WEST 25TH STREET SAN PEDRO,CA 90732		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
GRAND VISION FOUNDATION 434 WEST 6TH STREET SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	41,000
GUIDE DOGS FOR THE BLIND INC PO BOX 3950 SAN RAFAEL,CA 94912		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
HABITAT FOR HUMANITY OF GREATER LOS ANGELES 8739 ARTESIA BOULEVARD BELLFLOWER,CA 90706		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
HANDS4HOPE LA 11210 OSTEKO STREET NORTH HOLLYWOOD,CA 91601		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
Total ▶ 3a				952,114

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HARBOR COMMUNITY CLINIC 593 WEST 6TH STREET SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	25,000
HEALTHCARE TRUST OF MAMMOTH LAKES PO BOX 100 PMB160 MAMMOTH LAKES,CA 93546		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,000
HELEN KELLER INTERNATIONAL INC 352 PARK AVENUE SOUTH SUITE 1200 NEW YORK,NY 10010		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000
HELPLINE YOUTH COUNSELING INC 14181 TELEGRAPH ROAD WHITTIER,CA 90604		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
HIGH SIERRA TRI CLUB PO BOX 8272 MAMMOTH LAKES,CA 93546		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,000
HOUSE OF HOPE FOUNDATION INC PO BOX 921 SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,650
INTERNATIONAL TRADE EDUCATION PROGRAMS INC 2417 EAST CARSON STREET SUITE 200 CARSON,CA 90810		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
JEWISH FAMILY & CHILDREN'S SERVICE - LONG BEACHWEST ORANGE COUNTY 3801 EAST WILLOW STREET LONG BEACH,CA 90815		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
JEWISH FAMILY SERVICES OF LOS ANGELES 3580 WILSHIRE BOULEVARD 7TH FLOOR LOS ANGELES,CA 90010		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
JUSTICE FOR MURDERED CHILDREN BERTH 77 P-7B SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	200
KCRW 1900 PICO BOULEVARD SANTA MONICA,CA 90405		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,455
KIDSAVE INTERNATIONAL 100 CORPORATE POINT SUITE 380 CULVER CITY,CA 90230		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
KOPY KAT SANCTUARY PO BOX 241 DELMONT,PA 15626		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
LA PARTNERSHIP FOR EARLY CHILDHOOD INVESTMENT 2355 WESTWOOD BOULEVARD 114 LOS ANGELES,CA 90064		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
LIBERTY HILL FOUNDATION 6420 WILSHIRE BOULEVARD SUITE 700 LOS ANGELES,CA 90048		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
Total ▶ 3a				952,114

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LONG BEACH BAR FOUNDATION INC 3515 LINDEN AVENUE LONG BEACH,CA 90807		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
LOS ALAMITOS DANCE BOOSTERS 3591 CERRITOS SVENUE LOS ALAMITOS,CA 90720		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	50
LOS ANGELES CONSERVANCY 523 WEST 6TH STREET SUITE 826 LOS ANGELES,CA 90014		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,500
LOS ANGELES EDUCATION PARTNERSHIP 202 WEST 1ST STREET SUITE 6-0410 LOS ANGELES,CA 90012		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
LOS ANGELES MARITIME INSTITUTE BERTH 73 SUITE 2 SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	45,000
MAR VISTA FAMILY CENTER 5075 SOUTH SLAUSON AVENUE CULVER CITY,CA 90230		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
MARYMOUNT CALIFORNIA UNIVERSITY 30800 PALOS VERDES DRIVE EAST RANCHO PALOS VERDES,CA 90275		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,500
MASSACHUSETTS GENERAL HOSPITAL 100 CAMBRIDGE STREET SUITE 1310 BOSTON,MA 02114		PUBLIC CHARITY	OCROBERTSD - 11/14/16 00 02AM WORKSHEET PRIVATE FOUNDATION	250
MATERNAL MENTAL HEALTH NOW 1000 NORTH ALAMEDA STREET SUITE 240 LOS ANGELES,CA 90012		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
MY FRIEND'S PLACE PO BOX 3867 HOLLYWOOD,CA 90078		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,600
NATIONAL TRUST FOR HISTORIC PRESERVATION 2600 VIRGINIA AVENUE NW SUITE 1000 WASHINGTON,DC 20037		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD M-45 LOS ANGELES,CA 90041		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	300
OPERATION JUMP START 3515 LINDEN AVENUE LONG BEACH,CA 90807		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
PF BRESEE FOUNDATION 184 SOUTH BIMINI PLACE LOS ANGELES,CA 90004		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
PS SCIENCE 1714 21ST STREET SANTA MONICA,CA 90404		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
Total ▶ 3a				952,114

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PACIFIC BATTLESHIP CENTER 250 SOUTH HARBOR BOULEVARD SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	110,000
PANCREATIC CANCER ACTION NETWORK 1500 ROSECRANS AVENUE SUITE 200 MANHATTAN BEACH,CA 90266		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	200
PEDIATRIC THERAPY NETWORK 1815 WEST 213TH STREET SUITE 100 TORRANCE,CA 90501		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
PEDRO PET PALS 464 WEST 11TH STREET SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	50
PEER HEALTH EXCHANGE INC 1730 WEST OLYMPIC BOULEVARD THIRD FLOOR LOS ANGELES,CA 90015		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
PLANNED PARENTHOOD LOS ANGELES PO BOX 60677 LOS ANGELES,CA 90060		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	350
PORT OF LOS ANGELES HIGH SCHOOL 250 WEST 5TH STREET SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
PRESSFRIENDS 2242 ESTRIBO ROLLING HILLS ESTATES,CA 90274		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	8,000
RAINBOW SERVICES LTD 453 WEST 7TH STREET SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	20,500
SAN PEDRO CITY BALLET 1231 SOUTH PACIFIC AVENUE SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	300
SANCTUARY OF HOPE PO BOX 431038 LOS ANGELES,CA 90043		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
SCHOOL ON WHEELS INC 600 EAST 7TH STREET LOS ANGELES,CA 90021		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	25,000
SECOND CHANCE DOG RESCUE 2801 B STREET 55 SAN DIEGO,CA 92102		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
SHOES THAT FIT 1420 NORTH CLAREMONT BOULEVARD SUITE 204-A CLAREMONT,CA 91711		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000
SOUTH BAY VOCATIONAL CENTER 20706 MAIN STREET CARSON,CA 90745		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	200
Total			▶ 3a	952,114

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SOUTHERN CALIFORNIA PUBLIC RADIO 474 SOUTH RAYMOND AVENUE PASADENA,CA 91105		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,150
SOUTHWEST INDIAN RELIEF COUNCIL PO BOX 6039 ALBERTA LEA,MN 56007		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	50
STREET POETS INC 2116 ARLINGTON AVENUE SUITE 310 LOS ANGELES,CA 90018		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
SU CASA - ENDING DOMESTIC VIOLENCE 3840 WOODRUFF AVENUE SUITE 203 LONG BEACH,CA 90808		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
TAKING THE REINS 3919 RIGALI AVENUE LOS ANGELES,CA 90039		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000
TEENS EXPLORING TECHNOLOGY 1481 WEST ADAMS BOULEVARD LOS ANGELES,CA 90007		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
THE CAL FUND 2080 ADDISON STREET 4200 BERKELEY,CA 94720		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	200
THE CHILDREN'S DENTAL CENTER OF GREATER LOS ANGELES 300 EAST BUCKTHORN STREET INGLEWOOD,CA 90301		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
THE RESCUE TRAIN 11271 VENTURA BOULEVARD 405 STUDIO CITY,CA 91604		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	200
THE RICHSTONE CENTER INC 13620 CORDARY AVENUE HAWTHORNE,CA 90250		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	13,000
THE SALVATION ARMY PO BOX 866014 LONG BEACH,CA 90086		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
TOBERMAN NEIGHBORHOOD CENTER INC 131 NORTH GRAND AVENUE SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	7,600
TORRANCE EDUCATION FOUNDATION PO BOX 1397 TORRANCE,CA 90505		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	150
UC BERKELEY FOUNDATION - GRADUATE SCHOOL OF EDUCATION 3615 TOLMAN HALL BERKELEY,CA 94720		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
UCSB FOUNDATION UNIVERSITY OF CALIFORNIA SANTA BARBARA SANTA BARBARA,CA 93106		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
Total ▶ 3a				952,114

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED MITOCHONDRIAL DISEASE FOUNDATION 8085 SALTSBURG ROAD SUITE 201 PITTSBURGH,PA 15239		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
UNITED STATES ACADEMIC DECATHLON ASSOCIATION PO BOX 4351 MANKATO,MN 56002		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
UNITED THROUGH READING 11772 SORRENTO VALLEY ROAD SUITE 125 SAN DIEGO,CA 92121		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
US FUND FOR UNICEF PO BOX 96964 WASHINGTON,DC 20090		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
VISION TO LEARN 11611 SAN VINCENTE BOULEVARD LOS ANGELES,CA 90049		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
VOLUNTEER CENTER - SOUTH BAYHARBORLONG BEACH 1230 CRAVENS AVENUE TORRANCE,CA 90501		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
WESTSIDE FAMILY HEALTH CENTER 1711 OCEAN PARK BOULEVARD SANTA MONICA,CA 90405		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	20,000
WESTSIDE INFANT - FAMILY NETWORK 8611 WASHINGTON BOULEVARD CULVER CITY,CA 90232		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
WHITMAN COLLEGE WOMEN'S BASKETBALL 345 BOYER AVENUE WALLA WALLA,WA 99362		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	150
WILMINGTON YMCA 1127 AVALON BOULEVARD WILMINGTON,CA 90744		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000
WINZLER CHILDREN'S CENTER 717 CREIGHTON STREET EUREKA,CA 95501		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
YWCA OF THE HARBOR AREA 437 WEST 9TH STREET SAN PEDRO,CA 90731		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,500
Total ▶ 3a				952,114

TY 2015 Accounting Fees Schedule

Name: THE CRAIL-JOHNSON FOUNDATION

EIN: 33-0247161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	42,252	12,676		29,576

TY 2015 General Explanation Attachment

Name: THE CRAIL-JOHNSON FOUNDATION

EIN: 33-0247161

Identifier	Return Reference	Explanation
	FORM 990-PF, PART XV, QUESTIONS 2B - 2D	<p>MISSION STATEMENT THE MISSION OF THE CRAIL-JOHNSON FOUNDATION IS TO PROMOTE THE WELL BEING OF CHILDREN IN NEED, THROUGH THE EFFECTIVE APPLICATION OF HUMAN AND FINANCIAL RESOURCES IT IS OUR COMMITMENT TO BE AN ADVOCATE FOR CHILDREN AND TO ACT AS AN AGENT FOR POSITIVE CHANGE WE ENDEAVOR TO PROVIDE FOR IMMEDIATE IMPROVEMENT IN CHILDREN'S QUALITY OF LIFE, AS WELL AS TO PROVIDE OPPORTUNITIES FOR A FUTURE LIFE OF QUALITY GRANT MAKING POLICIES THE CRAIL-JOHNSON FOUNDATION ("THE CJF") HAS DEFINED ITSELF AS A "CHILDREN'S CHARITY AND THE VAST MAJORITY OF GRANT MAKING IS DIRECTED TOWARD PROGRAMS BENEFITING CHILDREN, YOUTH AND FAMILIES IN THE GREATER LOS ANGELES AREA GENERALLY, PROPOSALS, WHICH ARE NOT RELEVANT TO THE FOUNDATION'S MISSION AND FUNDING PRIORITIES, WILL NOT BE CONSIDERED THE CJF PROVIDES FINANCIAL SUPPORT PRIMARILY THROUGH GRANTS TO PUBLIC NON-PROFIT ORGANIZATIONS THAT ARE EXEMPT UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE AND ARE NOT A PRIVATE FOUNDATION UNDER SECTION 509(A) THE CJF PROVIDES GRANTS FOR PROGRAM INITIATIVES AND ENHANCEMENTS, GENERAL OPERATING SUPPORT AND CAPITAL PROJECTS CJF PROVIDES TECHNICAL ASSISTANCE TO SELECTED COMMUNITY BASED INITIATIVES BENEFITING CHILDREN AND FAMILIES SUPPORT IS NOT GRANTED FOR PROGRAMS AND PROJECTS BENEFITING RELIGIOUS PURPOSES, UNIVERSITY LEVEL EDUCATION, RESEARCH, EVENTS RECOGNIZING INDIVIDUALS OR ORGANIZATIONS, POLITICAL CAUSES OR PROGRAMS ATTEMPTING TO INFLUENCE LEGISLATION NO GRANTS ARE MADE DIRECTLY TO INDIVIDUALS THE MAJORITY OF THE CJF FUNDING SUPPORTS ORGANIZATIONS LOCATED IN THE GREATER LOS ANGELES AREA AND PROJECTS THAT DIRECTLY BENEFIT LOS ANGELES AREA RESIDENTS NATIONAL ORGANIZATIONS PROVIDING SERVICES IN LOS ANGELES ARE ALSO CONSIDERED OCCASIONALLY, GRANTS ARE MADE TO PROGRAMS AND PROJECTS THAT ARE REGIONAL OR NATIONAL IN SCOPE, WHERE POTENTIAL BENEFITS TO CHILDREN AND FAMILIES IN LOS ANGELES CAN BE CLEARLY DEMONSTRATED IN ADDITION, THE FOUNDATION HAS ESTABLISHED FUNDS TO SUPPORT CHILDREN'S PROGRAMS IN THE FOLLOWING COMMUNITIES KERN COUNTY GRANT APPLICATION PROCESS THE CJF HAS IMPLEMENTED A TWO-PHASE APPLICATION PROCESS FIRST, ANY ELIGIBLE NONPROFIT MAY SUBMIT A LETTER OF INQUIRY ("LOI") DETAILED INFORMATION, INCLUDING THE LOI FORM AND DEADLINES, ARE AVAILABLE ON THE CJF'S WEBSITE THE SECOND PHASE OF THE CJF APPLICATION PROCESS IS A FULL GRANT APPLICATION, WHICH IS BY INVITATION ONLY, AND IS PROVIDED TO THOSE NONPROFITS WHO ARE INVITED TO SUBMIT THE FULL APPLICATION DEADLINES VARY THROUGHOUT THE FISCAL YEAR</p>

TY 2015 Investments Corporate Bonds Schedule

Name: THE CRAIL-JOHNSON FOUNDATION

EIN: 33-0247161

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME	2,489,510	2,489,510

TY 2015 Investments Corporate Stock Schedule

Name: THE CRAIL-JOHNSON FOUNDATION

EIN: 33-0247161

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY SECURITIES	10,280,679	10,280,679

TY 2015 Investments - Other Schedule

Name: THE CRAIL-JOHNSON FOUNDATION

EIN: 33-0247161

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALTERNATIVE & STRUCTURED INVESTMENTS	FMV	3,566,351	3,566,351

TY 2015 Other Assets Schedule**Name:** THE CRAIL-JOHNSON FOUNDATION**EIN:** 33-0247161

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PRI - LAMI BRIDGE LOAN	245,000	257,500	257,500
PRI - LAMI BRIDGE LOAN RESERVE	-245,000	-257,500	-257,500

TY 2015 Other Decreases Schedule**Name:** THE CRAIL-JOHNSON FOUNDATION**EIN:** 33-0247161

Description	Amount
UNREALIZED GAIN/LOSS ON INVESTMENTS	1,608,269

TY 2015 Other Expenses Schedule**Name:** THE CRAIL-JOHNSON FOUNDATION**EIN:** 33-0247161

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSE AND PERMITS	180	0		180
POSTAGE	71	0		71
DUES & SUBSCRIPTION	4,680	0		4,680
INSURANCE	6,842	0		6,842
MISCELLANEOUS	88	0		88
FROM K-1S - INVESTMENT EXPENSES	0	13,488		0

TY 2015 Other Income Schedule**Name:** THE CRAIL-JOHNSON FOUNDATION**EIN:** 33-0247161

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	36,238	36,238	36,238
EXCISE TAXES REVERSAL	18,747		18,747
PARTNERSHIP DISTRIBUTIONS	7,908		7,908

TY 2015 Other Professional Fees Schedule**Name:** THE CRAIL-JOHNSON FOUNDATION**EIN:** 33-0247161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	117,066	117,066		0

TY 2015 Taxes Schedule**Name:** THE CRAIL-JOHNSON FOUNDATION**EIN:** 33-0247161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	6,894	0		6,894